

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
          )  
W. R. GRACE & CO., et al., ) Case No. 01-01139 (JKF)  
          ) Jointly Administered  
Debtors.      ) Related Docket Nos. 20842, 20981, 21077  
  
Hearing Date: April 1, 2009 at 9 a.m./Agenda No. 9

**DEBTORS' MOTION FOR LEAVE TO FILE REPLY IN OPPOSITION TO  
ANDERSON MEMORIAL'S LIMITED OBJECTION TO ZAI CLAIMANTS' MOTION  
FOR FINAL APPROVAL OF THE U.S. ZAI CLASS SETTLEMENT AND ANDERSON  
MEMORIAL'S MOTION TO DEFER AND CONSOLIDATE WITH CONFIRMATION**

The Debtors hereby request authority, pursuant to Del.Bankr.LR 9006-1(d), to file a reply in opposition to *Anderson Memorial's Limited Objection To ZAI Claimants' Motion For Final Approval Of The U.S. ZAI Class Settlement And Anderson Memorial's Motion To Defer And Consolidate With Confirmation.*

On January 16, 2009, this Court entered an order preliminarily approving the U.S. ZAI Class Settlement (Dkt. No. 20535). Thereafter, on February 25, 2009, the ZAI Claimants filed a motion for final approval of the U.S. ZAI Class Settlement (Dkt. No. 20842). On March 13, 2009, Anderson Memorial Hospital filed an objection to the ZAI Claimants' Motion (the "Objection"), which purports to also be a motion to defer final approval of the relief sought to coincide with the confirmation hearing on the plan of reorganization dated February 27, 2009 (the "Plan"). By the Objection, among other things, Anderson Memorial inaccurately summarizes various facts involving the Debtors and the Debtors' ZAI product. As a result, the Debtors seek to file a brief Reply to correct these factual misstatements. In addition, the Debtors

do not believe that Anderson Memorial has standing to object to the U.S. ZAI Settlement Agreement, nor did Anderson Memorial properly move for the deferral of final approval on the settlement to confirmation of the Plan; thus, the Debtors would like to briefly address those points as well.

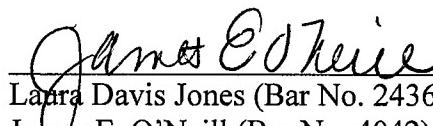
WHEREFORE, the Debtors respectfully request the entry of an Order granting it authority to file the Reply, which is attached hereto as Exhibit 1.

Dated: March 24, 2009

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